

Exhibit A

Resolutions adopted by the Directors of
Thompson Products, Inc.

on
August 18, 1958

RESOLVED, that the Directors of the Corporation deem the execution and delivery of the proposed Merger Agreement between the Corporation and The Ramo-Wooldridge Corporation, a Delaware corporation, in the form presented to this meeting, and the merger of The Ramo-Wooldridge Corporation into the Corporation in accordance with the terms and provisions of such proposed Merger Agreement, to be desirable and in the interest of the Corporation and its shareholders.

FURTHER RESOLVED, that the proposed Merger Agreement, as such Agreement may be changed and completed as hereinafter authorized, hereby is approved, and the President or a Vice President and the Secretary or an Assistant Secretary of the Corporation hereby are authorized and directed for and on its behalf to execute and deliver such Merger Agreement as the same may be so changed and completed; and the signatures of the President or a Vice President and the Secretary or an Assistant Secretary of the Corporation upon the proposed Merger Agreement between the two corporations, in the form presented to this meeting, as so changed and completed, shall be conclusive evidence of the due authorization of the execution and delivery of such Agreement by the Corporation.

FURTHER RESOLVED, that, except as hereinafter provided, the President of the Corporation hereby is authorized for and on its behalf, with the approval of counsel, at any time or from time to time, whether before or after the execution or delivery of the proposed Merger Agreement, and prior to the time of the adoption of such Agreement by the shareholders of the Corporation, to make or approve, without further authorization of the Directors, any and all changes in or additions to the terms and provisions contained in the proposed Agreement presented to this meeting as such officer shall deem necessary or advisable; provided, however, that without the further authorization of the Directors no change shall be made (a) in the number of shares of Common Stock of the Corporation which may be issued pursuant to the Agreement, nor (b) in the designation of Directors and officers appearing in the Agreement, nor (c) which in the opinion of counsel for the Corporation materially changes the substance of the Agreement as a whole.

FURTHER RESOLVED, that upon the adoption of the proposed Merger Agreement by the shareholders of the Corporation the

officers of the Corporation and any of them hereby are authorized and directed to execute, acknowledge, file and deliver in the name and on behalf of the Corporation any and all agreements, documents, affidavits, certificates and other instruments and to do all such acts and things as may be deemed by them necessary or appropriate to effect the merger of The Ramo-Wooldridge Corporation into the Corporation.

RESOLVED, that the Directors of the Corporation hereby direct that the proposed Merger Agreement providing for the merger of The Ramo-Wooldridge Corporation into the Corporation be submitted to the shareholders of the Corporation.

FURTHER RESOLVED, that a special meeting of the shareholders of the Corporation hereby is called to be held on Tuesday, September 30, 1958, at 2:30 o'clock P.M., Eastern Daylight Saving Time, for the purpose of

- (1) Considering and voting upon a proposal to adopt a Merger Agreement dated as of June 30, 1958 providing for the merger of The Ramo-Wooldridge Corporation into the Corporation, and upon any other matters relating or incident to the proposed merger; and
- (2) Transacting such other business as may properly be brought before the meeting.

FURTHER RESOLVED, that the holders of Common Stock and the holders of Preferred Stock of the Corporation of record at the close of business on August 30, 1958 hereby are designated as the shareholders entitled to notice of such special meeting, and that such holders of Common Stock of the Corporation hereby are designated as the only shareholders entitled to vote at such special meeting.

RESOLVED, that the forms of letters to shareholders, Notice of Special Meeting of Shareholders including Proxy Statement and Proxy presented to this meeting are hereby approved, and the officers of the Corporation hereby are authorized and instructed to mail copies of such documents to the shareholders of the Corporation at the appropriate time, with all such changes therein as in their opinion may be necessary or advisable.

RESOLVED, that application be made to the New York Stock Exchange and to the Midwest Stock Exchange for the listing upon notice of issuance of the number of additional shares of Common Stock, par value \$5 each, of the Corporation which may be issued (a) pursuant to the proposed Merger Agreement between the Corporation and The Ramo-Wooldridge Corporation and (b) upon conversion of the Corporation's outstanding $4\frac{7}{8}\%$ Subordinated Debentures Due 1982 at a conversion price adjusted to reflect the shares issuable pursuant to such Merger Agreement, and that J. D. Wright, J. H. Coolidge, E. C. Brelsford, E. H. Jones, E. E. Ford, J. C. Little, John G. Sarber and Brooks M. Jones, or any of them, hereby are designated by the Corporation to appear before the Department of Stock List or any committee of either such Exchange, with authority to make all changes in such application or in any agreement relative thereto as may be necessary or advisable to conform with the requirements for listing.

RESOLVED, that the authority heretofore granted to the following institutions relative to the issuance, registration, transfer and delivery of certificates for shares of the Corporation's Common Stock, and the disbursement of dividends thereon, is hereby extended to include such additional number of shares of such Common Stock as may be issued (a) pursuant to the proposed Merger Agreement between the Corporation and The Ramo-Wooldridge Corporation and (b) upon conversion of the Corporation's outstanding $4\frac{7}{8}\%$ Subordinated Debentures Due 1982 at a conversion price adjusted to reflect the shares issuable pursuant to such Merger Agreement:

The National City Bank of Cleveland,
as Principal Transfer Agent and
Dividend Disbursing Agent

Guaranty Trust Company of New York,
as Transfer Agent

The Cleveland Trust Company,
as Cleveland Registrar

The Chase Manhattan Bank,
as New York Registrar

FURTHER RESOLVED, that the officers of the Corporation hereby are authorized and directed to deliver or cause to be delivered to said institutions a certified copy of the foregoing resolution, and such other letters and documents, including opinions of counsel, as shall be necessary or desirable in connection with such extension of authority pursuant to the foregoing resolution.

RESOLVED, that, subsequent to the effective date of the proposed merger between the Corporation and The Ramo-Wooldridge Corporation, certificates issued in the presently authorized forms to evidence shares of Common Stock and of Preferred Stock of the Corporation shall have overprinted on the face thereof a legend substantially as follows: "The name of this Corporation has been changed to Thompson Ramo Wooldridge Inc."